# ZHONGZI INTERNATIONAL HOLDINGS LIMITED
# 中資國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8118)**

## PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 11 September 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company appointed the Placing Agent to place, on a best effort basis and subject to the fulfilment of the condition precedent to the Placing, a maximum of 100,000,000 Placing Shares to not less than six Placees at the Placing Price of HK$0.049 per Placing Share.

The Placing Price of HK$0.049 per Placing Share represents: (i) a discount of 14.04% to the closing price of HK$0.057 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 17.79% to the average closing price of approximately HK$0.0596 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the Last Trading Day.

Assuming the Placing Shares are fully placed, the maximum number of 100,000,000 Placing Shares represents approximately 20.00% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement, and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the maximum number of 100,000,000 Placing Shares.

Assuming the Placing Shares are fully placed, the gross proceeds and the net proceeds from the Placing will be approximately HK$4.90 million and approximately HK$4.83 million, respectively. The Company intends to apply the entire net proceeds from the Placing for general working capital of the Group.

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued pursuant to the General Mandate.

**Shareholders and potential investors of the Shares should note that the completion of the Placing is subject to the fulfilment of the conditions precedent as set out in the Placing Agreement and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## THE PLACING AGREEMENT

**Date**

11 September 2026 (after trading hours)

**Parties**

Issuer: the Company

Placing Agent: CIS Securities Asset Management Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement.

**Placees**

It is intended that the Placing Shares will be placed to not less than six Placees, being individuals, corporate, institutional or other investors, who and whose ultimate beneficial owners are Independent Third Parties.

It is expected that none of the Placees nor their respective associates will become a substantial shareholder of the Company as a result of the Placing.

**Number of Placing Shares**

The Company appointed the Placing Agent to place, on a best effort basis and subject to the fulfilment of the condition precedent to the Placing, a maximum of 100,000,000 Placing Shares. Assuming the Placing Shares are fully placed, the maximum number of 100,000,000 Placing Shares represents approximately 20.00% of the existing issued share capital of the Company of 500,000,000 Shares as at the date of this announcement, and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the maximum number of 100,000,000 Placing Shares. The aggregate nominal value of the maximum number of Placing Shares is HK$1,000,000.

**Placing Price**

The Placing Price of HK$0.049 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to the recent trading price of the Shares.

The Placing Price of HK$0.049 per Placing Share represents: (i) a discount of 14.04% to the closing price of HK$0.057 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 17.79% to the average closing price of approximately HK$0.0596 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the Last Trading Day.

The net price per Placing Share, being the Placing Price less the placing commission and other related expenses of the Placing, will be approximately HK$0.048 per Placing Share.

**Placing Commission**

The Company shall pay to the Placing Agent a placing commission of 1.5% of the aggregate Placing Price of the total number of the Placing Shares actually placed on behalf of the Company by the Placing Agent in pursuance of its obligations under the Placing Agreement. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market rate. The Directors consider that the placing commission is fair and reasonable.

**Ranking of the Placing Shares**

The Placing Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares in issue at the time of issue and allotment of the Placing Shares.

**Conditions of the Placing**

Completion of the Placing is conditional upon the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

If the above condition is not satisfied on or before the Long Stop Date, the Placing will lapse and all rights, obligations and liabilities of the Placing Agent and the Company in relation to the Placing shall cease and terminate and neither party shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination. The condition to the Placing cannot be waived by any party to the Placing Agreement.

**Completion of the Placing**

Completion of the Placing shall take place within five business days after the fulfilment of the condition of the Placing (or such other date as the Company and the Placing Agent may agree).

**Termination of the Placing Agreement**

If any of the following events occurs at any time prior to 10:00 a.m. on the Completion Date, the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company at any time prior to the Completion Date, provided that such notice is received prior to 6:00 p.m. on the day immediately preceding the Completion Date, terminate the Placing Agreement without liability to the other party, and the Placing Agreement shall thereupon cease to have effect and none of the parties shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

(i) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or

(ii) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(iii) any material breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the representations and warranties contained in the Placing Agreement untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

(iv) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances; or

(v) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

**Application for Listing**

Application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, the Placing Shares.

## GENERAL MANDATE

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued under the General Mandate, which was granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 24 October 2025. Pursuant to the General Mandate, the Directors were authorised to allot, issue and deal with up to 100,000,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of such resolution. As at the date of this announcement, the Company has not issued any Shares under the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Placing Shares.

## REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in trading and manufacturing of LED lighting products.

Assuming the Placing Shares are fully placed, the gross proceeds and the net proceeds from the Placing will be approximately HK$4.90 million and approximately HK$4.83 million, respectively. The Company intends to apply the entire net proceeds from the Placing for the general working capital of the Group.

In respect of the intended use of the net proceeds for general working capital, the Company intends to apply the net proceeds towards, among others, the settlement of staff costs and other employee related expenses of the Group; the settlement of general administrative and operating expenses of the Group, including rental, utilities and professional fees; and the general working capital of the Group to support its daily business operations. The Board considers that the Placing will strengthen the financial position of the Group and enhance its working capital position.

The Board also considers that the Placing represents a good opportunity for the Company to raise additional funds to strengthen the financial position of the Company and to widen the shareholder base of the Company, which may in turn enhance the liquidity of the Shares. The terms of the Placing Agreement (including the Placing Price and the placing commission) were determined after arm's length negotiations between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## EQUITY FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the twelve months immediately preceding the date of this announcement.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Placing (assuming the Placing Shares are placed in full and assuming there is no other change in the issued share capital of the Company between the date of this announcement and the date of completion of the Placing):

| **Name of Shareholders** | **As at the date of this announcement** | | **Immediately upon completion of the Placing** | |
|---|---|---|---|---|
| | *Number of Shares* | *Approx. %* | *Number of Shares* | *Approx. %* |
| **Directors:** | | | | |
| Mr. Shiu Kwok Leung | 124,000,000 | 24.80% | 124,000,000 | 20.67% |
| Mr. Huang Aizhong | 119,544,000 | 23.91% | 119,544,000 | 19.92% |
| **Public Shareholders:** | | | | |
| Placees *(Note)* | — | — | 100,000,000 | 16.67% |
| Other public Shareholders | 256,456,000 | 51.29% | 256,456,000 | 42.74% |
| **Total** | 500,000,000 | 100.00% | 600,000,000 | 100.00% |

*Note:* The Placees and their respective ultimate beneficial owners are expected to be Independent Third Parties.

**Shareholders and potential investors of the Shares should note that the completion of the Placing is subject to the fulfilment of the conditions precedent as set out in the Placing Agreement and the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

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| "associate(s)" | has the meaning ascribed to it under the GEM Listing Rules |
| "Board" | the board of Directors |
| "Company" | Zhongzi International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8118) |
| "Completion Date" | the date of completion of the Placing |
| "connected person(s)" | has the meaning ascribed to it under the GEM Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "GEM" | GEM operated by the Stock Exchange |
| "GEM Listing Rules" | the Rules Governing the Listing of Securities on GEM |
| "General Mandate" | the general mandate granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 24 October 2025 to allot, issue and deal with up to 100,000,000 Shares, representing 20% of the total number of issued Shares as at the date of passing of such resolution |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | third party(ies) independent of and not connected with the Company and any of its connected persons or their respective associates |
| "Last Trading Day" | 11 September 2026, being the last full trading day of the Shares on the Stock Exchange immediately prior to the date of the Placing Agreement |
| "Long Stop Date" | 2 October 2026 (or such later date as the Company and the Placing Agent may agree) |
| "PRC" | the People's Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan |

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| "Placee(s)" | any individuals, corporate, institutional or other investors procured by the Placing Agent or any of its sub-placing agent(s) to subscribe for any of the Placing Shares under the Placing |
| "Placing" | the placing of up to 100,000,000 Placing Shares on a best effort basis on the terms and subject to the condition set out in the Placing Agreement |
| "Placing Agent" | CIS Securities Asset Management Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance |
| "Placing Agreement" | the placing agreement entered into between the Company and the Placing Agent dated 11 September 2026 in relation to the Placing |
| "Placing Price" | the placing price of HK$0.049 per Placing Share |
| "Placing Share(s)" | a maximum of 100,000,000 new Shares to be placed under the Placing |
| "SFC" | the Securities and Futures Commission of Hong Kong |
| "SFO" | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| "Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "substantial shareholder(s)" | has the meaning ascribed to it under the GEM Listing Rules |
| "%" | per cent |

By Order of the Board
**Zhongzi International Holdings Limited**
**Shiu Kwok Leung**
*Chairman*

Hong Kong, 11 September 2026

*As at the date of this announcement, the executive Directors are Mr. Shiu Kwok Leung, Mr. Shao Chiliang, Mr. Zheng Yi, Mr. Huang Aizhong and Mr. On Ka Shing; and the independent non-executive Directors are Mr. Lang Jilu, Mr. Cheng Hok Ming Albert and Ms. Chung Hoi Yan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page on the website of The Stock Exchange of Hong Kong Limited at "www.hkexnews.hk" for at least seven days from the date of its publication and on the Company's website at "www.08118.net.cn"*